

WC 04-292

COPY

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
Comcast Cable Holdings, LLC, f/k/a AT&T)
Broadband, LLC, Comcast Phone, LLC,)
AT&T Broadband Phone of Indiana, LLC,)
AT&T Broadband Phone of Kentucky, LLC,)
and Comcast Phone of Ohio, LLC)
)
and)
)
Insight Midwest Holdings, LLC,)
Insight Communications Midwest, LLC,)
Insight Kentucky Partners II, L.P.,)
and Insight Phone of Ohio, LLC)
)
Application for Approval of)
Assignment and Transfer of Domestic)
and International Section 214 Authorizations)

FCC/MELLON

JUL 23 2004

File No. _____

**APPLICATION FOR APPROVAL OF ASSIGNMENT AND TRANSFER OF
INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS**

Comcast Cable Holdings, LLC f/k/a AT&T Broadband, LLC ("Comcast Holdings"), Comcast Phone, LLC ("Comcast Phone"), AT&T Broadband Phone of Indiana, LLC ("Comcast Indiana"), AT&T Broadband Phone of Kentucky, LLC ("Comcast Kentucky"), and Comcast Phone of Ohio, LLC ("Comcast Ohio") (collectively "Comcast"), and Insight Midwest Holdings, LLC ("Insight Holdings"), Insight Communications Midwest, LLC ("Insight Midwest"), Insight Kentucky Partners II, L.P. ("Insight Kentucky"), and Insight Phone of Ohio, LLC ("Insight Ohio") (collectively, "Applicants"), hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Sections 63.04, 63.24(e) and 63.18 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24(3) and 63.18, for the

assignment and transfer of certain lines and certain other assets served by Comcast under its domestic and international Section 214 licenses to Insight. Comcast has authority under Section 214 to provide domestic resale-based and facilities-based telecommunications services including interstate access services. Comcast also holds Section 214 licenses to provide international telecommunications services.¹

I. THE TRANSACTION

Comcast and Insight have entered into an agreement under which Insight will acquire those portions of Comcast's telephone operations that overlap with Insight's cable television systems in Columbus, Ohio, in Indiana and in Kentucky. Comcast currently provides telephone service in these markets using, in part, Insight's network facilities. Under a purchase agreement dated July 2, 2004, Insight is acquiring all of the limited liability company interests in Comcast Indiana and Comcast Kentucky and is acquiring the assets of Comcast Ohio that are used in connection with providing telephone service in Columbus, Ohio. Comcast Ohio is retaining other telephone operations in Ohio.

By this application, Insight seeks to obtain a separate international Section 214 license for use in connection with service to the customers to be acquired in this transaction, and Insight and Comcast Holdings seek Commission authorization to (a) transfer control of Comcast Indiana and Comcast Kentucky from Comcast Holdings to Insight; and (b) transfer the assets of Comcast Ohio relating to the Columbus operations from Comcast Ohio to Insight Ohio.

II. PUBLIC INTEREST CONSIDERATIONS

Grant of this application will serve the public interest because it will permit the integration

¹ See Exhibit B.

of the telephone operations of Comcast in the affected markets with the telephone operations and facilities of Insight. As described above, these telephone operations already use Insight's network facilities, and the integration of the telephone operations will permit Insight to control the quality of service available to customers in these markets, as well as to provide innovative services and service bundles that will benefit consumers. Moreover, this transaction will not reduce competition in the local exchange or long distance marketplace because Insight currently does not provide telephone service in the affected markets.

III. SECTION 63.18 INFORMATION

In support of Applicants' request for authorization, the following information is submitted pursuant to Section 63.18 of the Commission's Rules:

(a) The name and address of the transferor/assignor is:

Comcast Phone, LLC
1500 Market Street
Philadelphia, PA 19102

Attention: John G. Sullivan, Esq.
Vice President & Chief Counsel
Telecopy: (215) 981-8508

The names and addresses of the transferees and assignees are:

Insight Communications Company, Inc.
810 7th Avenue
New York, NY 10022-3613

Attention: Elliot Brecher, Esq.
Senior Vice President, General Counsel and Secretary
Telecopy: (917) 286-2301

(b) State of Incorporation

All of the Comcast entities involved in this transaction are organized under the

laws of the State of Delaware. All of the Insight entities are organized under the laws of the State of Delaware.

(c) Addresses for Correspondence

Correspondence concerning this application should be sent:

If to Comcast:

Melissa Conway, Esq.
Kelley, Drye & Warren, LLP
1200 19th Street, NW, Suite 500
Washington, DC 20036-2423
Telecopy: 202.955.9792

with a copy to:

John G. Sullivan, Esq.
Vice President & Chief Counsel
1500 Market Street
Philadelphia, PA 19102-2148
Telecopy: 215.981-8508

If to Insight:

Elliot Brecher, Esq.
Senior Vice President, General Counsel and Secretary
Insight Communications Company, Inc.
810 7th Avenue
New York, NY 10022-3613
Telecopy: (917) 286-2301

with a copy to:

J.G. Harrington, Esq.
Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Avenue, N.W., Suite 800
Washington, D.C. 20036-6802
Tel. (202) 776-2000
Fax (202) 776-2222

(d) A list of Section 214 authorizations held by Comcast is attached as Exhibit B. These authorizations are the subject of the instant application.

(e) Pursuant to Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. § 63.18(e)(3),

Insight requests authority to acquire by transfer and assignment the domestic and international telecommunications assets described herein currently held by Comcast, which is a common carrier. Comcast's international authorization grants global resale authority and Insight will comply with Sections 63.21, 63.22, and 63.23 of the Commission's rules in offering those services. 47 C.F.R. §§ 63.21 - .23. Although Comcast and Insight seek to transfer and assign certain international telecommunications *assets* currently held by Comcast and described above, the parties do not seek Commission authorization to assign or transfer Comcast's international Section 214 license to Insight. Instead, as referenced above, Insight, by this application, seeks a separate international section 214 license for use in connection with service to the lines to be acquired in this transaction.²

(f) This application is subject to the streamlined processing under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.

(g) Not applicable.

(h)

(i) The following entities will hold a 10% or greater ownership interest in Insight Midwest Holdings, LLC:

² In other words, Comcast Phone, LLC, following approval and consummation of this transaction, will continue to hold its existing international Section 214 license, just as it did prior to approval and consummation of the transaction. Comcast Indiana, and Comcast Kentucky and Comcast Ohio, in conformance with Section 63.21(h) of the Commission's Rules, currently operate under the international Section 214 license held by Comcast Phone, LLC. See *Letter From Melissa S. Conway, Esq., Kelley Drye & Warren, Esq., to FCC Secretary Marlene Dortch, Filed On Behalf of Comcast Phone, LLC and Certain Wholly Owned Subsidiaries* (Aug. 15, 2003) (referencing File No. ITC-214-19970801-00449 (old file No. ITC-97-441), ITC-T/C-20020228-00138 and discussing international Section 214 operations of wholly owned subsidiaries of Comcast Phone, LLC). Following the Commission's approval of the instant application and consummation of the transaction, Comcast Indiana and Comcast Kentucky will file a pro forma notice with the Commission setting forth the discontinuance of their provision of international services pursuant to Comcast Phone, LLC's international Section 214 license. Following consummation of the transaction, Comcast Ohio will continue to provide international services pursuant to Comcast Phone's international Section 214 license, namely, in those portions of Comcast Ohio's territory not subject to the transaction between Comcast and Insight (i.e., areas outside Insight's cable television footprint).

Name: Insight Midwest, L.P.
Address: 810 7th Avenue
New York, NY 10022-3613
Citizenship: U.S.
Principal Business: Cable television
Percentage Held: 100%

The following entities will hold a 10% or greater ownership interest in Insight Midwest, L.P.:

Name: Insight Communications Company, L.P.
Address: 810 7th Avenue
New York, NY 10022-3613
Citizenship: U.S.
Principal Business: Cable television
Percentage Held: 50%

Name: TCI of Indiana Holdings, LLC
Address: 1500 Market Street
Philadelphia, PA 19102
Citizenship: U.S.
Principal Business: Cable television
Percentage Held: 50% (Limited Partnership Interest)

The following entities will hold a 10% or greater ownership interest in Insight Communications Company, L.P.:

Name: Insight Communications Company, Inc.

Address: 810 7th Ave.
New York, NY 10022

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 100%

The following entities will hold a 10% or greater ownership interest in TCI of Indiana Holdings, LLC³:

Name: TCI IP-VI, LLC

Address: 1500 Market Street
Philadelphia, PA 19102

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 26%

Name: Comcast of California/Massachusetts/Michigan/Utah, Inc.

³ In addition to the interests in TCI Indiana Holdings, LLC held by the three companies set forth above, the remaining interests in TCI Indiana Holdings, LLC are held by the following subsidiaries of Comcast Corporation: TCI Central, Inc. (3.37%), Northwest Illinois TV Cable Co. (0.75%), Northwest Illinois Cable Corporation (2.86%), Comcast of Indiana, LLC (0.39%), TCI of Indiana Insgt Holdings, LLC (4.77%), TCI of Kokomo, Inc. (1.69%), TCID Partners, Inc. (1.80%), TCID Partners II, Inc. (1.14%), UA-Columbia Cablevision of Massachusetts, Inc. (5.13%), UACC Midwest Insgt Holdings, LLC (1.80%), United Cable Television of Illinois Valley, Inc. (3.14%), United Cable Television of Sarpy County, Inc. (6.80%), Comcast of Southern Illinois, Inc. (0.64%), TCI of Bloomington/Normal, Inc. (8.63%), TCI IMC VI, Inc. (4.41%), TCI Development, LLC (0.73%), and TCI Command, Inc. (0.90%).

Address: 1500 Market Street
Philadelphia, PA 19102

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 14 %

Name: Comcast of California I, LLC

Address: 1500 Market Street
Philadelphia, PA 19102

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 11%

Comcast of California/Massachusetts/Michigan/Utah, Inc. and Comcast of California I, LLC are wholly owned subsidiaries of Comcast Cable Communications Holdings, Inc. TCI IP-VI, LLC is 80% owned by Comcast Cable Communications Holdings, Inc. The ultimate, publicly-held, parent of these entities is Comcast Corporation.

(2) The following entities will hold a 10% or greater ownership interest in Insight Communications Midwest, LLC:

Name: Insight Midwest Holdings, LLC

Address: 810 7th Avenue
New York, NY 10022-3613

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 100%

The ownership of Insight Midwest Holdings, LLC is described above.

(3) The following entities will hold a 10% or greater ownership interest in Insight Kentucky Partners II, L.P.:

Name: Insight Kentucky Partners I, L.P.

Address: 810 7th Avenue
New York, NY 10022-3613

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 100%

The following entities will hold a 10% or greater ownership interest in Insight Kentucky Partners I, L.P.:

Name: Insight Communications of Kentucky, L.P.

Address: 810 7th Avenue
New York, NY 10022-3613

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 100%

The following entities will hold a 10% or greater ownership interest in Insight Communications of Kentucky, L.P.:

Name: Insight Midwest Holdings, LLC

Address: 810 7th Avenue

New York, NY 10022-3613

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 100%

The ownership of Insight Midwest Holdings, LLC is described above.

(4) The following entities will hold a 10% or greater ownership interest in Insight Phone of Ohio, LLC:

Name: Insight Communications of Central Ohio, LLC

Address: 810 7th Avenue
New York, NY 10022-3613

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 100%

The following entities will hold a 10% or greater ownership interest in Insight Communications of Central Ohio, LLC:

Name: Coaxial Communications of Central Ohio, LLC

Address: 810 7th Avenue
New York, NY 10022-3613

Citizenship: U.S.

Principal Business: Cable television

Percentage Held: 82%

Name: Insight Midwest Holdings, LLC
Address: 810 7th Avenue
New York, NY 10022-3613
Citizenship: U.S.
Principal Business: Cable television
Percentage Held: 18%

The ownership of Insight Midwest Holdings, LLC is described above.

The following entities will hold a 10% or greater ownership interest in Coaxial Communications of Central Ohio, LLC:

Name: Insight Midwest Holdings, LLC
Address: 810 7th Avenue
New York, NY 10022-3613
Citizenship: U.S.
Principal Business: Cable television
Percentage Held: 100%

The ownership of Insight Midwest Holdings, LLC is described above.

(i) Insight certifies that following consummation of the transaction, Insight will not be a foreign carrier and will not be affiliated with any foreign carriers except that affiliates of Comcast, through individual country subsidiaries operating under the "Broadnet" name, have ownership interests in the operations of fixed wireless broadband carriers in Germany, Norway, Portugal and Spain. These carriers generally serve only a few thousand customers (and, in the case of Germany, where Comcast does not have a controlling interest in the operations of the fixed wireless carrier serving that country, tens of thousands of customers). None of these carriers will have market

power as demonstrated by the small number of customers served.

(j) Insight certifies that following consummation of the transaction and except as noted in (i) above, Insight will not be a foreign carrier in any country, will not have an entity that owns more than 25% of Insight or controls it that also controls a foreign carrier in any country and will not have entities owning the aggregate of more than 25% of its stock that are foreign carriers or that control foreign carriers.

(k) In European countries in which Comcast will have foreign carrier subsidiaries, none will have market power as demonstrated by the small number of customers served.

(l) As indicated in (k) above, Comcast's foreign carrier subsidiaries will not hold any market power and are therefore non-dominant under Section 63.10(a)(3) of the Commission's Rules.

(m) See response to (l) above.

(n) Insight certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.

(o) Comcast and Insight certify that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862 .

(p) Comcast and Insight request streamlined processing of this Application under Sections 63.03 and 63.12 of the Commission's Rules. The Application qualifies for streamlined processing because none of the criteria precluding streamlined processing, listed in Sections 63.03(c) or 63.12(c), 47 C.F.R. §§ 63.03(c), 63.12(c), are present.

IV. CONCLUSION

For the reasons stated herein, the Applicants respectfully submit that the public interest, convenience and necessity would be served by a grant of this Section 214 Application.

Respectfully submitted,

Comcast Phone, LLC
AT&T Broadband Phone of Indiana, LLC
AT&T Broadband Phone of Kentucky, LLC
Comcast Phone of Ohio, LLC

Insight Communications Company, Inc.

By: _____
John G. Sullivan
Vice President and Chief Counsel

By: _____
Gregory Cameron
Director Telecommunications Legal Affairs

Date: _____

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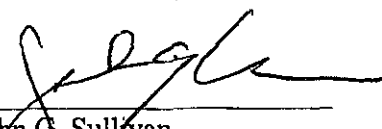
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Respectfully submitted,

Comcast Phone, LLC
AT&T Broadband Phone of Indiana, LLC
AT&T Broadband Phone of Kentucky, LLC
Comcast Phone of Ohio, LLC

By:


John G. Sullivan
Vice President and Chief Counsel

Date:

7-23-04

IV. CONCLUSION


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Respectfully submitted,

Comcast Phone, LLC
AT&T Broadband Phone of Indiana, LLC
AT&T Broadband Phone of Kentucky, LLC
Comcast Phone of Ohio, LLC

Insight Communications Company, Inc.

By: _____
John G. Sullivan
Vice President and Chief Counsel

By: 
Gregory Cameron
Director Telecommunications Legal Affairs

Date: _____

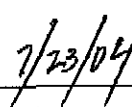


EXHIBIT A

DOMESTIC SECTION 214 TRANSFER INFORMATION

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. §63.04, the Applicants request authority to transfer control of the domestic Section 214 authority held by Comcast Indiana and Comcast Kentucky and to transfer the customers of Comcast Ohio in the Columbus market to Insight. Applicants are filing a combined application pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. §63.04(b), and provide the following information in support of their request.

(a) Description of the Transaction (63.04(a)(6))

The proposed transaction is described in Section I of the application.

(b) Description of Geographic Service Area and Services in Each Area

(63.04(a)(7))

Comcast provides local exchange, exchange access, and long distance telephone service in portions of the Louisville, Kentucky, Evansville, Indiana, Lexington, Kentucky, and Columbus, Ohio areas.

(c) Presumption of Non-Dominance and Qualification for Streamlining

(63.04(a)(8))

This transaction is entitled to presumptive streamlined treatment pursuant to section 63.03(b)(2)(ii) of the Commission's rules because (1) the proposed transaction would result in Applicants having a market share in the interstate, interexchange market of less than 10 percent and (2) the Applicants would provide competitive telephone exchange services or exchange access service (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.

(d) Other Pending Commission Applications (63.04(a)(9))

None

(e) Special Considerations (63.04(a)(10))

None

(f) Waiver Requests (63.04(a)(11))

None

(g) Public Interest Statement (63.04(a)(12))

The proposed transaction is in the public interest for the reasons detailed in
Section II of the instant application.

EXHIBIT B

COMCAST

SECTION 214 AUTHORIZATIONS AFFECTED BY THIS TRANSACTION:

File No.: ITC-214-19970801-00449 (old file No. ITC-97-441), ITC-T/C-20020228-00138